

# ***GREENBRIER***

## ***LEASING COMPANY LLC***

Greenbrier Leasing Company LLC

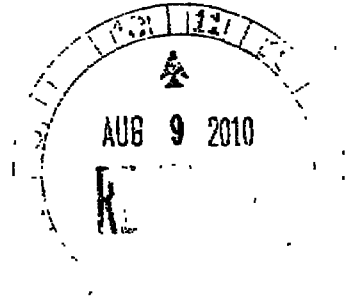
One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

August 5, 2010

RECORDATION NO. 26967-E FILED

AUG 9 '10 -12 50 PM

SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Car Hire Lease Agreement dated June 1, 2010 for Rider No. 2 dated June 1, 2010, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Car Hire Lease Agreement dated May 15, 2007 and effective February 1, 2007, which was duly filed and recorded on May 18, 1997 and assigned Recordation Number 26967.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company  
427 West 12th Street  
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is:

One hundred ninety-five (195) Plate G boxcars marked and numbered as more particularly described in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

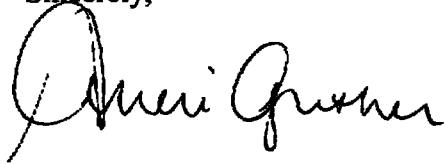
Section Chief  
Surface Transportation Board  
August 5, 2010  
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Car Hire Lease Agreement dated June 1, 2010 for Rider  
No. 2.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with a large initial "S" and "G".

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

AUG 09 '10 -12 50 PM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF CAR HIRE LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")***

***DATED: MAY 15, 2007***

***EFFECTIVE: FEBRUARY 1, 2007***

***RIDER NO. 2***

***JUNE 1, 2010***

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Memorandum of Car Hire Lease Agreement and Rider No. 2 thereto, made and entered into as of June 1, 2010, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

WITNESSETH

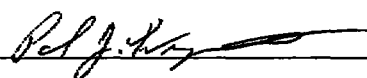
1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred ninety-five (195) 60-foot, 286,000 lbs. GRL, Plate G boxcars, bearing reporting marks and numbers as set forth on Exhibit A hereto.
2. Rider No. 2 to the Car Hire Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 2, as it may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:  
GREENBRIER LEASING COMPANY LLC

LESSEE:  
THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY

BY: 

BY: 

NAME: James T. Sharp

NAME: Paul J. Weyandt


TITLE: President

TITLE: Sr. VP Finance and Treasurer

)

SS.

)



OFFICIAL SEAL  
**SHERI CLARKE GRETHER**  
 NOTARY PUBLIC-OREGON  
 COMMISSION NO. 442318  
 MY COMMISSION EXPIRES NOVEMBER 8, 2013

Cheri Clare Greiner  
NOTARY PUBLIC

STATE OF Missouri

)

1) SS.

COUNTY OF Jackson

3

Barbara L. Blewett  
NOTARY PUBLIC

My commission expires: 10-4-2011

## EXHIBIT A

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOK	119021	AOK	401190	AOK	411167
AOK	119022	AOK	401191	AOK	411168
AOK	119025	AOK	401192	AOK	411169
AOK	119026	AOK	401195	AOK	411170
AOK	119028	AOK	401196	AOK	411171
AOK	119030	AOK	401197	AOK	411172
AOK	119031	AOK	401198	AOK	411173
AOK	119033	AOK	411140	AOK	411174
AOK	119036	AOK	411141	AOK	411176
AOK	119037	AOK	411142	AOK	411177
AOK	119039	AOK	411143	AOK	411178
AOK	119040	AOK	411144	AOK	411179
AOK	119043	AOK	411145	AOK	411180
AOK	119044	AOK	411146	AOK	411181
AOK	119046	AOK	411147	AOK	411182
AOK	119048	AOK	411149	AOK	411183
AOK	119050	AOK	411150	AOK	411184
AOK	119053	AOK	411151	AOK	411185
AOK	119054	AOK	411152	AOK	411186
AOK	119063	AOK	411153	AOK	411187
AOK	119069	AOK	411154	AOK	411188
AOK	119070	AOK	411155	AOK	411189
AOK	119074	AOK	411156	AOK	411190
AOK	119080	AOK	411157	AOK	411191
AOK	119082	AOK	411158	AOK	411192
AOK	119083	AOK	411159	AOK	411193
AOK	401181	AOK	411161	AOK	411194
AOK	401183	AOK	411162	AOK	411196
AOK	401187	AOK	411164	AOK	411197
AOK	401188	AOK	411165	AOK	411198

[CONTINUES ON FOLLOWING PAGE]

Mark	Number	Mark	Number	Mark	Number
AOK	411199	AOK	760759	CRLE	19387
AOK	760662	AOK	760760	CRLE	19389
AOK	760666	AOK	760761	CRLE	19390
AOK	760670	AOK	760762	CRLE	19393
AOK	760671	AOK	760763	CRLE	19395
AOK	760673	AOK	760764	CRLE	19409
AOK	760675	CRLE	19076	CRLE	19430
AOK	760678	CRLE	19084	CRLE	19431
AOK	760679	CRLE	19091	CRLE	19437
AOK	760681	CRLE	19094	CRLE	19438
AOK	760682	CRLE	19104	CRLE	19441
AOK	760684	CRLE	19111	CRLE	19443
AOK	760691	CRLE	19121	CRLE	19450
AOK	760692	CRLE	19126	CRLE	19452
AOK	760697	CRLE	19127	CRLE	19453
AOK	760705	CRLE	19300	CRLE	19454
AOK	760707	CRLE	19304	CRLE	19455
AOK	760708	CRLE	19305	CRLE	19459
AOK	760711	CRLE	19309	CRLE	19462
AOK	760713	CRLE	19314	CRLE	19463
AOK	760715	CRLE	19316	CRLE	19466
AOK	760719	CRLE	19325	CRLE	19469
AOK	760721	CRLE	19328	CRLE	19470
AOK	760722	CRLE	19338	CRLE	19471
AOK	760724	CRLE	19341	CRLE	19472
AOK	760726	CRLE	19348	CRLE	19474
AOK	760729	CRLE	19349	CRLE	19478
AOK	760730	CRLE	19351	CRLE	19480
AOK	760731	CRLE	19355	CRLE	19481
AOK	760732	CRLE	19361	CRLE	19482
AOK	760746	CRLE	19362	CRLE	19483
AOK	760753	CRLE	19365	CRLE	19484
AOK	760755	CRLE	19372	CRLE	19486
AOK	760757	CRLE	19379	CRLE	19487
AOK	760758	CRLE	19380	CRLE	19492
				<b>Total</b>	<b>195 Cars</b>